



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. TEL-01678NS

Wednesday July 2, 2014

Non Streamlined International Applications/Petitions Accepted For Filing
Section 214 Applications (47 C.F.R. § 63.18); Section 310(b) Petitions

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206.

Copies of all applications listed here are available for public inspection in the FCC Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Petition for Declaratory Ruling

Q Wireless, LLC (Q Wireless) and Metro Fibernet, LLC (MFN) (together, "Petitioners") jointly petition the Commission for a declaratory ruling ("Petition"), pursuant to section 1.990(a)(1) of the Commission's rules, 47 C.F.R. § 1.990(a)(1), that it would serve the public interest to allow Q Wireless to exceed the 25 percent foreign ownership benchmark in section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 310(b)(4). According to the Petition, Q Wireless holds one nationwide, Wireless Internet Service Provider (WISP) license, WQLN535, which is regulated on a common carrier basis. Petitioners have filed the instant Petition in connection with an application seeking consent to the pro forma transfer of control of Q Wireless, a Nevada limited liability company, to MFN, a Nevada limited liability company (ULS File No. 0006217800). MFN is a wholly-owned direct subsidiary of MetroNet Holdings, LLC (MetroNet Holdings), a Delaware limited liability company.

According to the Petition, Albert E. Cinelli and John P. Cinelli, both U.S. citizens, together have de jure control and exercise de facto control of Q Wireless (holding 63 percent and 19 percent of its membership units, respectively). No other individual or entity currently holds, directly or indirectly, a 10 percent or greater equity or voting interest in Q Wireless. Upon closing the proposed pro forma transfer of control, Q Wireless would be wholly owned, directly and indirectly, by MFN and MetroNet Holdings, respectively.

The Petition states that Albert E. Cinelli and John P. Cinelli together have de jure control and exercise de facto control of MetroNet Holdings (holding 42 percent and 13 percent of its membership units, respectively). MetroNet Holdings' remaining membership units are held by other U.S. investors (an aggregate 12.57%, with none holding individually a 10% or greater interest or a controlling interest); Oak Hill Capital Partners III, L.P. (Oak Hill III), a Cayman Islands exempted limited partnership (24%); Oak Hill Capital Management Partners III, L.P. (Oak Hill Management), a Cayman Islands exempted limited partnership (1.3%); MFN A Corp, a Delaware corporation (6.19%); and MFN B Corp, a Delaware corporation (0.94%). Oak Hill III, Oak Hill Management, MFN A Corp, and MFN B Corp are all controlled indirectly, through a series of intermediate entities organized in the Cayman Islands, by OHCP MGP III, LTD (OHCP MGP III), a Cayman Islands exempted company that is, in turn, controlled by a Board comprised of J. Taylor Crandall, Stephen B. Grubar, and Denis J. Navden, all of whom are U.S. citizens. Petitioners state that none of the interests held directly or indirectly in MetroNet Holdings, including interests held by limited partners of the Oak Hill entities, are insulated within the meaning of section 1.993 of the Commission's rules.

Pursuant to section 1.991(i) of the rules, the Petitioners request that the Commission specifically approve the following foreign equity and voting interests, in excess of five percent, that are held directly or indirectly in MetroNet Holdings, the proposed controlling U.S. parent of Q-Wireless:

OHCP MGP III (32.43% voting and less-than-1% equity interest);
OHCP MGP Partners III, L.P. (25.3% voting and less-than-1% equity interest);
OHCP GenPar III, L.P. (GenPar) (25.3% voting and less-than-1% equity interest);
Oak Hill III (24% voting and 24% equity interest); and
Oak Hill Capital Partners III (AIV I), L.P. (AIV I) (6.19% voting and 6.19% equity interest).

Petitioners also request specific approval for the foreign limited partnership interests held in GenPar, Oak Hill III, and AIV I. Because their interests are uninsulated, each foreign limited partner is attributed with the same voting interest in MetroNet Holdings that is attributed to the limited partnership in which it has invested. Thus, each foreign limited partner of GenPar, Oak Hill III, and AIV I is considered to hold a 25.3 percent, 24 percent, and 6.19 percent voting interest in MetroNet Holdings, respectively. Petitioners have identified each of the foreign limited partners, including each partner's citizenship, principal business, and respective equity interest in GenPar, Oak Hill III, and/or AIV I.

Pursuant to section 1.991(k) of the rules, Petitioners additionally seek advance approval for the Oak Hill entities named in the Petition to increase their aggregate equity and voting interests in MetroNet Holdings from the current 32.43 percent equity and voting interest up to and including a non-controlling 40 percent equity and voting interest, with no foreign limited partner acquiring (through the investor's equity interests in the respective Oak Hill entity(ies)) an aggregate indirect, non-controlling equity interest in MetroNet Holdings in excess of five percent.

Petitioners assert that the public interest would be served by permitting foreign ownership of Q-Wireless to exceed the 25 percent benchmark in section 310(b)(4), as described in the Petition.

Interested parties may file comments on or before July 17, 2014, and reply comments on or before July 24, 2014.

Petition for Declaratory Ruling

Telecom North America Inc. (TNA or "Petitioner") requests a declaratory ruling under section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), that the proposed 50 percent ownership of TNA by Knowroaming Ltd. (KRL), a Canadian corporation, comports with the public interest.

TNA wholly owns and controls Telecom North America Mobile, Inc. (TNA-Mobile), a common carrier wireless licensee. TNA and TNA-Mobile are both organized in Nevada. TNA has filed the instant petition in connection with its application for consent to transfer to KRL a 50 percent (negative) controlling interest in TNA-Mobile's Personal Communications Service (PCS) license covering Cedar County, Missouri (ULS File No. 0006265860). TNA-Mobile also has pending an application for consent to a spectrum manager leasing arrangement for a portion of a cellular radio license covering rural areas of Nevada (ULS File No. 0005459553), and a companion section 310(b)(4) petition that seeks approval for the new geographic service area in Nevada that would be covered by the leased spectrum. See Non-Streamlined International Applications/Petitions Accepted for Filing, Public Notice, Report No. TEL-01651NS, rel. Jan. 15, 2014 (File No. ISP-PDR-20131213-00012). TNA requests that we consider both petitions for declaratory ruling concurrently.

Petitioner notes that it has previously sought and obtained a section 310(b)(4) ruling pursuant to the rules and policies established in the Commission's Foreign Participation Order, 12 FCC Rcd 23891 (1997), Order on Reconsideration, 15 FCC Rcd 18158 (2000). That ruling approved the foreign ownership of TNA in excess of the 25 percent benchmark in section 310(b)(4) by Mr. Johannes Gottschalk, a German citizen and permanent U.S. resident and Mr. Herve R. Andrieu, a French citizen and permanent U.S. resident. See International Authorizations Granted, Public Notice, DA 11-259, 26 FCC Rcd 1359, 1362 (Int'l Bur. 2011) (permitting Mr. Gottschalk and Mr. Andrieu to each have a 50 percent ownership interest in TNA, subject to TNA's compliance with the commitments and undertakings contained in its January 11, 2001 letter to the U.S. Department of Justice).

According to the Petition, TNA is currently owned as follows: 37.505% by Mr. Gottschalk; 37.505% by Mr. Andrieu; and 24.99% by KRL. Petitioner states that, upon consummation of the proposed transaction, TNA would be owned as follows: 25% by Mr. Gottschalk; 25% by Mr. Andrieu; and 50% by KRL. KRL, in turn, is owned as follows: 25% by Gregory Gundelfinger (a dual citizen of Germany and South Africa, and a permanent resident of Canada); 25% by Mathew Stein (a citizen of South Africa and a permanent resident of Canada); and 50% by Carlyle, Kft. (Carlyle), a Hungarian corporation. Carlyle is a wholly-owned direct subsidiary of Ki Unlimited, a British Virgin Islands corporation which is, in turn, wholly owned by Ki Corporation Limited (Ki), a Jersey (Channel Islands) corporation. Petitioner states that the vast majority of the economic interests in Ki are held indirectly in equal shares (25% each) by four trusts established in the British Virgin Islands by Mr. Nathan Kirsh (a citizen of Swaziland and a U.K. foreign national) for the benefit of three of Mr. Kirsch's children (one of which is a U.K. citizen) and a fourth trust holding for the benefit of various charities. The Guardian Trust Company (British Virgin Islands) administers the trusts, but the trusts' voting interests in Ki are exercised by majority vote of the six-member board of Eurona II Foundation (Eurona II), a Liechtenstein foundation that holds the voting interests in Ki. Eurona II's board consists of the three Kirsch family beneficiaries (the "Class A" board members) and Interstock Anstalt, a Liechtenstein anstalt controlled by Prince Michael of Liechtenstein, acting in his capacity as a private individual, Mr. Ron Sandler, a citizen of Germany, and Bradley Fried, a U.K. citizen (the "Class B" board members).

In support of the instant Petition, TNA states that it agrees to accept all conditions which were imposed on it in connection with the grant of its prior declaratory ruling, including the conditions set forth in TNA's January 11, 2001 letter to the U.S. Department of Justice. Petitioner asserts that grant of the instant Petition would be in the public interest.

Interested parties may file comments on or before July 17, 2014, and reply comments on or before July 24, 2014.

International Telecommunications Certificate

Service(s): Global or Limited Global Resale Service

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

Transfer of Control

Current Licensee: Telecom North America Inc.

FROM: Telecom North America Inc.

TO: Telecom North America Inc.

Application for consent to the transfer of control of international section 214 authorization, ITC-214-2003103100499, held by Telecom North America Inc. (TNA) to Knowroaming Ltd. (KRL). TNA is currently owned as follows: 37.505% by Mr. Johannes Gottschalk, a German citizen and permanent U.S. resident; 37.505% by Mr. Herve R. Andrieu, a French citizen and permanent U.S. resident; and 24.99% by KRL, a Canadian corporation. In the proposed transaction, TNA would issue new shares to KRL in return for a capital infusion into the company, which would dilute the interests of Messrs. Gottschalk and Andrieu and result in the following post-transaction ownership percentages: 25% by Mr. Gottschalk; 25% by Mr. Andrieu; and 50% by KRL. TNA states that, following the transaction, no single individual or entity will have positive control of TNA.

KRL is owned 25% by Gregory Gundelfinger (a dual citizen of Germany and South Africa, and a permanent resident of Canada); 25% by Mathew Stein (a citizen of South Africa and a permanent resident of Canada); and 50% by Carlyle, Kft. (Carlyle), a Hungarian corporation. Carlyle is a wholly-owned direct subsidiary of Ki Unlimited, a British Virgin Islands corporation which is, in turn, wholly owned by Ki Corporation Limited (Ki), a Jersey (Channel Islands) corporation. Petitioner states that the vast majority of the economic interests in Ki are held indirectly in equal shares (25% each) by four trusts established in the British Virgin Islands by Mr. Nathan Kirsh (a citizen of Swaziland and a U.K. foreign national) for the benefit of three of Mr. Kirsh's children (one of which is a U.K. citizen) and a fourth trust holding for the benefit of various charities. The Guardian Trust Company (British Virgin Islands) administers the trusts, but the trusts' voting interests in Ki are exercised by majority vote of the six-member board of Euron II Foundation (Euron II), a Liechtenstein foundation that holds the voting interests in Ki. Euron II's board consists of the three Kirsh family beneficiaries (the "Class A" board members) and Interstock Anstalt, a Liechtenstein anstalt controlled by Prince Michael of Liechtenstein, acting in his capacity as a private individual, Mr. Ron Sandler, a citizen of Germany, and Bradley Fried, a U.K. citizen (the "Class B" board members).

Interested parties may file comments on or before July 17, 2014, and reply comments on or before July 24, 2014.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001–.2003.

An updated version of Section 63.09-.25 of the rules, and other related sections, is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>